

January 31, 2006

RECORDATION NO. 26187-A FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington DC 20423

FEB 07 '06

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SURFACE TRANSPORTATION BOARD



Dear Secretary:

I have enclosed an original and one copy of the document described below, to be recorded I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum (Collateral) Assignment of Lease, a secondary document, dated January 31, 2006 and is related to the Security Agreements filed together with this document.

The names and addresses of the parties to the document are as follows:

Debtor: Browner Turnout Co.
RR 1 Box 45
Brock, NE 68320

Lender: Cornerstone Bank, NA
529 Lincoln Ave
York NE 68467

A description of the equipment covered by the document is as follows: See attached schedule A

A fee of \$33.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Cornerstone Bank, NA
529 Lincoln Ave
York NE 68467

A short summary of the document to appear in the index follows: Collateral Assignment of Lease, SFS650 - SFS651, SFS708 - SFS711, SFS2000 - SFS2009, BTCX300 - BTCX314, BTCX200 - BTCX241, SRY200301 - SRY200308, DREX104004 - DREX104011, SFS1000 - SFS1019, NAHX99650, NAHX99768, SFS130018 - SFS130276, SFS6000 - SFS6049, SFS212050 - SFS212839, SFS130014 - SFS130299.

Very Truly yours,

A handwritten signature in cursive script, appearing to read "Jenniffer Panko-Rahe".

Jenniffer Panko-Rahe

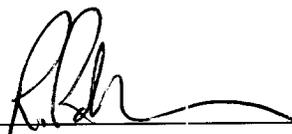
Schedule A
Browner Turnout/Cornerstone Bank, NA

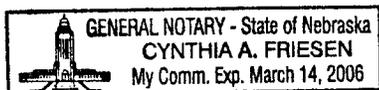
SFS650	BTCX 203	SRY200307	SFS-6039	SFS-130299
SFS651	BTCX 204	SRY200308	SFS-6040	SFS-130264
SFS708	BTCX 205	DREX104004	SFS-6041	SFS-130266
SFS709	BTCX 206	DREX104005	SFS-6042	SFS-130220
SFS710	BTCX 207	DREX104006	SFS-6043	SFS-130224
SFS711	BTCX 208	DREX104007	SFS-6044	SFS-130236
SFS2000	BTCX 209	DREX104008	SFS-6045	SFS-130239
SFS2001	BTCX 210	DREX104009	SFS-6046	SFS-130195
SFS2002	BTCX 211	DREX104010	SFS-6047	SFS-130200
SFS2003	BTCX 212	DREX104011	SFS-6049	SFS-130202
SFS2004	BTCX 213	NAHX 99650	SFS-212050	SFS-130205
SFS2005	BTCX 214	NAHX 99768	SFS-212052	SFS-130206
SFS2006	BTCX 215	NAHX 99650	SFS-212075	SFS-130171
SFS2007	BTCX 216	SFS-6000	SFS-212103	SFS-130174
SFS2008	BTCX 217	SFS-6001	SFS-212108	SFS-130182
SFS2009	BTCX 218	SFS-6003	SFS-212109	SFS-130148
SFS50001	BTCX 219	SFS-6004	SFS-212116	SFS-130154
SFS50002	BTCX 220	SFS-6005	SFS-212128	SFS-130101
SFS50003	BTCX 221	SFS-6006	SFS-212130	SFS-130105
SFS50004	BTCX 222	SFS-6007	SFS-212131	SFS-130116
SFS50005	BTCX 223	SFS-6008	SFS-212170	SFS-130119
SFS50006	BTCX 224	SFS-6011	SFS-212194	SFS-130120
SFS50007	BTCX 225	SFS-6012	SFS-212199	SFS-130132
SFS50008	BTCX 226	SFS-6014	SFS-212203	SFS-130133
SFS50009	BTCX 227	SFS-6015	SFS-212209	SFS-130134
SFS50010	BTCX 228	SFS-6016	SFS-212220	SFS-130138
SFS50011	BTCX 229	SFS-6018	SFS-212221	SFS-130141
BTCX300	BTCX 230	SFS-6020	SFS-212232	SFS-130057
BTCX301	BTCX231	SFS-6021	SFS-212245	SFS-130061
BTCX302	BTCX232	SFS-6023	SFS-212255	SFS-130014
BTCX303	BTCX233	SFS-6024	SFS-212265	SFS-130019
BTCX304	BTCX234	SFS-6025	SFS-212268	SFS-130022
BTCX305	BTCX235	SFS-6026	SFS-211633	SFS-130049
BTCX306	BTCX236	SFS-6027	SFS-211839	SFS-130054
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BTCX308	BTCX238	SFS-6029	SFS-212023	SFS-130071
BTCX309	BTCX239	SFS-6030	SFS-212346	SFS-130073
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BTCX311	BTCX241	SFS-6032	SFS-212585	SFS-130089
BTCX312	SRY200301	SFS-6033	SFS-212642	SFS-130145
BTCX313	SRY200302	SFS-6034	SFS-212785	SFS-130164
BTCX314	SRY200303	SFS-6035	SFS-130279	SFS-130167
BTCX 200	SRY200304	SFS-6036	SFS-130280	SFS-130240
BTCX 201	SRY200305	SFS-6037	SFS-130288	SFS-130252
BTCX 202	SRY200306	SFS-6038	SFS-130295	

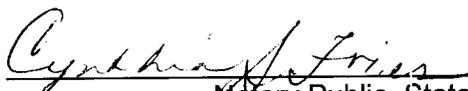
Certificate of Copy

I have compared the attached copy of the Memorandum of Collateral Assignment of Lease dated January 31, 2006 with the original document and have found the copy to be complete and identical in all respects to the original document.

I declare under penalty of perjury under the laws of the United States of America that the foregoing statement is true and correct.





 (printed name),
Notary Public, State of Nebraska

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MEMORANDUM OF COLLATERAL ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Collateral Assignment of Lease is hereby entered into as of this 31st day of January, 2006 by and between the Cornerstone Bank, NA, York, Nebraska, a Nebraska Corporation ("Bank"), and Browner Turnout Co., a Nebraska Corporation ("Assignor").

WITNESSETH:

- 1) The Assignor hereby assigns, transfers and sets over unto Bank, all of the Assignor's right, title and interest (but not its obligations) in certain leases, hereinafter described in paragraph 2 infra and any other Equipment Riders and schedules thereto (together, the "Lease", whether one or more) and all rents and other sums due thereunder, and all proceeds therefrom with respect to those certain railcars identified on the attached Exhibit "A" hereto (the "Railcars"), and all rents, renewal rents, proceeds of the settlement for the Railcars which are lost, destroyed or damaged beyond repair and all sums due and to become due under and pursuant to or by reason of the Lease, including but not limited to, the payment of any purchase option price paid by the Lessee pursuant to the Lease, as well as any and all subleases of the Railcars.
- 2) The Assignor has assigned its interest, as set forth in paragraph 1 supra, in the following leases:
 - a) Per Diem Rent Agreement No. LIRC-01, by Browner Turnout Co. dated May 10, 2004, including Schedule No. 001 and Exhibit A to Schedule No. 001.
 - b) Railcar Lease, by Browner Turnout Co. dated October 16, 2002.
 - c) Per Diem Agreement No. SRY, by Browner Turnout Co., dated June 6, 2003, including Schedule No. 01.
 - d) Browner Turnout Co. Railcar Master Lease Number USS-05 and Rider No. 1 dated the 10th day of March, 2005, Rider No. 2 dated the 7th day of June, 2005 and Rider No. 3 dated the 7th day of June, 2005.
 - e) Browner Turnout Co. Railcar Master Lease Number NOPB-01 and Schedule No. 1 and 2 by Browner Turnout Co. dated the 22nd day of June, 2004.
 - f) Browner Turnout Co. Railcar Master Lease Number WTL-805 and Schedule No. 1 by Browner Turnout Co. and Rider No. 1 dated the 18th day of August, 2005.
- 3) This assignment is given and intended as continuing collateral for the payment of the indebtedness of the Assignor (as "Grantor") to Bank (as "Lender") as provided for in the Commercial Security Agreement dated the 31st day of January, 2006 (the "Agreement"), including but not limited to any and all promissory notes executed thereunder (the "Promissory Notes"), including any and all interest thereon and expenses therefor and any and all extensions and/or renewals of the referenced indebtedness, whether such indebtedness shall at any time or from time to time have been reduced or paid in full and thereafter increased or reincurred, and no renewal of, or extension of time of payment of the subject indebtedness or any part thereof, and no agreement not to sue or release or discharge of any persons liable therefor or thereon, or release or exchange of other collateral or any act or thing whatsoever shall diminish, discharge, impair or affect this Assignment or the security afforded hereby, save payment in full by the Assignor to Bank of any and all

